

XEROX CORP  
Form 8-K  
July 10, 2008

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 8-K

### CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): July 10, 2008

## XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction  
of incorporation)

001-04471  
(Commission File Number)

16-0468020  
(IRS Employer

Identification No.)

45 Glover Avenue

Norwalk, Connecticut 06856-4505

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 968-3000

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Election of Directors**

(d) Election of Directors

On July 10, 2008, Registrant's Board of Directors elected Charles O. Prince III to serve on Registrant's Board of Directors effective immediately. A copy of the Press Release relating to this announcement is being furnished as Exhibit 99.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Registrant dated July 10, 2008

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

Date: July 10, 2008

XEROX CORPORATION

By: */s/ Don H. Liu*

Don H. Liu

Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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